

From: Choi, Erin
Sent: Friday, April 30, 2021 6:19 PM
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Cc: Perez, Alfredo; Liou, Jessica; Carlson, Clifford; FWE Lit Team
Subject: In re Fieldwood Energy | Debtors' Responses and Objections to BP First Requests
Attachments: FWE - Debtors R&Os to BP Doc Request.pdf

Counsel,

Attached please find the *Debtors' Responses and Objections to BP Exploration & Production Inc.'s Request for Production of Documents to the Debtors*. You should have already received a link to the FWE – Confirmation Discovery folder on Box, which contains documents responsive to your requests. If you have any issues accessing the FWE – Confirmation Discovery folder, please contact Ron Miller (Ron.Miller@weil.com).

Best,
Erin



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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
FIELDWOOD ENERGY LLC, <i>et al.</i>,	§	Case No. 20-33948 (MI)
Debtors.¹	§	
	§	(Jointly Administered)

**DEBTORS' RESPONSES AND OBJECTIONS TO
BP EXPLORATION & PRODUCTION INC.'S
REQUEST FOR PRODUCTION OF DOCUMENTS TO THE DEBTORS**

Pursuant to Rules 26, 33, and 34 of the Federal Rules of Civil Procedure (the “**Federal Rules**”), made applicable by Rules 7026, 7033, 7034, and 9014(c) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and the Local Rules for the United States Bankruptcy Court for the Southern District of Texas (the “**Local Rules**”), Fieldwood Energy LLC and its debtor affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), hereby respond and object to BP Exploration and Production Inc.’s (“**BP**”) Request for Production of Documents to the Debtors, dated March 30, 2021 (collectively, the “**Requests**,” and each, a “**Request**”).² The Debtors expressly reserve their rights to supplement, modify, revise, or correct the responses and objections herein at any time in accordance with the applicable rules.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, as applicable, are: Dynamic Offshore Resources NS, LLC (0158); Fieldwood Energy LLC (6778); Fieldwood Energy Inc. (4991); Fieldwood Energy Offshore LLC (4494); Fieldwood Onshore LLC (3489); Fieldwood SD Offshore LLC (8786); Fieldwood Offshore LLC (2930); FW GOM Pipeline, Inc. (8440); GOM Shelf LLC (8107); Bandon Oil and Gas GP, LLC (9172); Bandon Oil and Gas, LP (9266); Fieldwood Energy SP LLC (1971); Galveston Bay Pipeline LLC (5703); and Galveston Bay Processing LLC (0422). The Debtors’ primary mailing address is 2000 W. Sam Houston Parkway S., Suite 1200, Houston, TX 77042.

² Any capitalized terms not otherwise defined in these responses shall have the meanings ascribed to them in the Requests unless otherwise noted herein.

RESERVATION OF RIGHTS

1. With all of their rights expressly reserved, the Debtors respond to the Requests in good faith and in accordance with the Federal Rules, the Bankruptcy Rules, the Local Rules, and/or any other rules, law, or other court orders governing the proper scope, timing, and extent of discovery in these proceedings.

2. The Debtors submit these responses and objections subject to, without intending to waive, and expressly preserving: (a) any objections as to the competence, relevance, materiality, privilege, and/or admissibility into evidence of any response herein or materials produced in response to any Request; (b) the right to object to other discovery procedures involving or relating to the subject matter of the Requests or responses or documents produced in response to the Requests; (c) any objections to overbreadth, undue burden, vagueness, or ambiguity; and (d) the right to revise, correct, supplement, or clarify the responses or any of the objections herein at any time.

3. The Debtors do not admit, adopt, or acquiesce in any factual or legal contention, assertion, assumption, characterization, or implication contained in the Requests. By producing documents in response to the Requests, the Debtors do not intend to waive, and do not waive, any defenses to the Requests or any other demand or subpoena, or any case brought by BP or any other party.

4. Any document produced by the Debtors in response to the Requests does not constitute an admission or acknowledgement that any such Request is proper, that the information sought is relevant or admissible in any matter brought by BP or any other party, or that requests for similar information will be treated in a similar fashion. Whether the Debtors have produced documents or objected to any particular Request should not be interpreted as an admission that the

Debtors accept or admit the existence of any fact(s) set out or assumed by such Request, or that such production or objection constitutes admissible evidence.

GENERAL OBJECTIONS

These general objections (the “**General Objections**”) are applicable to the Requests in their entirety and are incorporated into each specific response below as if fully repeated therein. The Debtors reserve the right to assert additional objections to the Requests as necessary and/or appropriate.

1. The Debtors object to the Requests, including, without limitation, the instructions and definitions therein, to the extent they purport to impose on the Debtors obligations different from, broader than, or otherwise inconsistent with those imposed by the Federal Rules, the Bankruptcy Rules, the Local Rules, and/or any other rules, applicable case law, or other court orders governing the proper scope, timing, and extent of discovery in these chapter 11 proceedings.

2. The Debtors object to the Requests insofar as they seek the production of “all” documents and communications concerning any given subject on the grounds that it is impracticable, overly broad, and otherwise unduly burdensome for the Debtors to locate and produce every conceivable responsive document, including those stored electronically.

3. The Debtors object to the Requests to the extent that they call for the production of documents and the disclosure of information subject to: (a) the attorney-work product doctrine; (b) the attorney-client privilege; (c) the common interest privilege; and/or (d) any other applicable privilege, protection, or immunity from discovery. The Debtors will not disclose information or produce documents protected by any privilege, rule, doctrine, immunity, or other similar protection. Accordingly, any production of such documents or information would be inadvertent, and should not be deemed a waiver of such privilege, rule, doctrine, immunity, or other protection

or of any grounds for objection to discovery with respect to such information or the subject matter thereof, or of the Debtors' right to object to the use of any such information during any subsequent proceeding. The Debtors reserve the right to redact any material covered by items (a) through (d) of this paragraph, as well as to demand the return and/or destruction of any document and all copies thereof that are protected by such privilege, rule, doctrine, or immunity.

4. The Debtors object to the Requests to the extent that any Request may be construed as seeking the disclosure of information that contains and/or constitutes private, confidential, financial, personal, commercial, competitively sensitive, or trade secret information made confidential by law or agreement, or other information of the Debtors or any third parties.

5. The Debtors object to the Requests to the extent they require disclosure that would constitute a violation of any law or regulation, including applicable federal, state, or other privacy laws or data localization laws.

6. The Debtors object to the Requests insofar as the breadth, burden, and expense of responding to the Requests outweighs the Requests' purported relevance and is disproportional to the needs of the case. Furthermore, the Debtors object to the Requests to the extent they are so broad as to be more disruptive and costly to the Debtors than beneficial to BP.

7. The Debtors object to the Requests to the extent they call for the production of documents not within the Debtors' possession, custody, or control or for production of documents not obtainable by means of a reasonably diligent search.

8. Any response to the Requests is made solely for the purpose of contested matters related to the *Fourth Amended Joint Chapter 11 Plan of Fieldwood Energy LLC and Its Affiliated Debtors* (ECF No. 1284) (the "**Plan**"), and any future supplements or amendments that may be

made to the Plan, and shall not be used with respect to any other matter, in any other proceeding, or for any other purpose whatsoever.

9. The Debtors reserve the right to further object to the production of documents in response to the Requests to the extent it is not related to any contested matter between the Debtors and BP.

10. The Debtors hereby object and respond to the Requests to the best of their present knowledge and reserve their rights to revise, correct, amend, and/or supplement these responses and objections to the Requests.

OBJECTIONS TO THE DEFINITIONS AND INSTRUCTIONS

1. The Debtors object to Instruction Nos. 1 and 2 to the extent they purport to require the production of documents that are not in the possession, custody, or control of the Debtors.

2. The Debtors object to Instruction Nos. 1 and 2 to the extent they purport to require the disclosure of information protected by the attorney-client privilege, the work-product doctrine, and/or any common interest or other applicable privilege.

3. The Debtors object to the definition of “Concerning” in Definition No. 8 on the grounds that the term is vague and unreasonably broad and, therefore, the Requests, if any, to which each term applies are unreasonably burdensome.

4. The Debtors object to the definitions of “Document” and “Communication” in Definition Nos. 9 and 10 as overbroad, unduly burdensome, and vague to the extent such terms purport to conflict with the definition of the terms “Document” and “Communication” as used in applicable Federal Rules, Bankruptcy Rules, and Local Rules. For purposes of these responses and objections, the Debtors will interpret “Document” and “Communication” as defined and interpreted in the applicable Federal Rules, Bankruptcy Rules, and Local Rules.

5. The Debtors object to Instruction No. 5 insofar as it requests production of documents in a manner different from how the Debtors have been producing documents to date. The Debtors have produced the documents asked for in the Requests to Box in the same manner the Debtors have been doing throughout the case, and will continue to do so, as necessary.

SPECIFIC OBJECTIONS AND RESPONSES TO REQUESTS FOR PRODUCTION

The Debtors specifically incorporate General Objection No. 2 into the response for Request Nos. 1–11 and 13–22, as each Request is rendered impracticable, overly broad, and otherwise unduly burdensome by the use of the phrase “all documents.” Subject to and without waiver of the foregoing and General Objections, each of which is incorporated by reference into each response below, the Debtors respond to BP’s specific requests as follows:

REQUEST FOR PRODUCTION NO. 1

For each of the BP Abandoned Properties, all documents concerning:

- a. The operating status and the operational condition of all wells, pipelines, platforms, and associated infrastructure;
- b. All unresolved Incidents of Non-Compliance, notices or violations, and other safety and/or environmental concerns and/or obligations;
- c. The ownership and development history of such properties;
- d. The period for which any applicable leases or wells were or have been terminated, relinquished, shut in, or ceased production in paying quantities;
- e. The actual or anticipated cost(s) to perform all outstanding decommissioning obligations, the extent of any bonding or other security that secures the Debtors’ decommissioning obligations, the Debtors’ ability to access such security, and any unsecured associated liabilities;
- f. All contracts or agreements that are necessary for the identification or performance, or will aid in identification or performance, decommissioning and plugging and abandonment obligations, including the amount necessary to cure any defaults relating to any such contracts; and
- g. The expected life, production, and processing fees for crossing production.

RESPONSE:

The Debtors object to this Request to the extent it requests documents beyond those sufficient to respond to this Request as overbroad, unduly burdensome, and not proportional to the needs of this case.

Subject to and without waiver of the foregoing objections, and in accordance with the parties' meet and confer on April 20, 2021, the Debtors have already produced all responsive information, which is located within BP's OTP or the Debtors' Relativity site. Such responsive Documents may be found as follows:

- documents responsive to Request 1(a) regarding "operating status" can be found in the OTP's asset list, documents responsive to Request 1(a) regarding "operational condition" can be found in the OTP's facilities maintenance integrity management ("IM") folder or the OTP's inspection folders;
- documents responsive to Request 1(b) can be found in the OTP in the respective compliance folder for each property;
- documents responsive to Request 1(c) can be found in Relativity,
- documents responsive to Request 1(d) can be found under "lease status" in Relativity;
- documents responsive to Request 1(e) can be found in Relativity and in the presentations Debtors have given to BP
- to the extent that documents responsive to Requests 1(f)-(g) exist, they can be found in BP's OTP folder.

REQUEST FOR PRODUCTION NO. 2

All documents concerning the process by which the Debtors propose to resolve disputes with Predecessors related to the Abandoned Properties.

RESPONSE:

The Debtors object to this Request to the extent it requests documents beyond those sufficient to respond to this Request as overbroad, unduly burdensome, and not proportional to the needs of this case. The Debtors further object to this Request as being vague and ambiguous with

respect to the phrase “process by which the Debtors propose.” The Debtors further object to this Request to the extent it requests disclosure of information protected by the attorney-client privilege, the work-product doctrine, and/or any common interest or other applicable privilege.

Subject to, and without waiver of the foregoing objections, because the Debtors intend to “resolve disputes with Predecessors related to the Abandoned Properties” by and through the Debtors confirmation hearing and related procedures, no responsive documents exist.

REQUEST FOR PRODUCTION NO. 3

All documents concerning or addressing liability for decommissioning and plugging and abandonment, and/or the cost thereof, of the Abandoned Properties and any associated contracts if a Predecessor does not accept an Abandoned Property or its associated contracts.

RESPONSE:

The Debtors object to this Request to the extent it requests documents beyond those sufficient to respond to this Request as overbroad, unduly burdensome, and not proportional to the needs of this case. The Debtors further object to this Request to the extent it requests disclosure of information protected by the attorney-client privilege, the work-product doctrine, and/or any common interest or other applicable privilege.

Subject to and without waiver of the foregoing objections, the Debtors have already produced all responsive information that exists, which is located within BP’s OTP or the Debtors’ Relativity site.

REQUEST FOR PRODUCTION NO. 4

All documents concerning or addressing liability for all “orphan obligations” for which no Predecessor exists to satisfy obligations that arose or were incurred after such Predecessor sold, transferred, or otherwise disposed of the Abandoned Property.

RESPONSE:

The Debtors object to this Request to the extent it requests documents beyond those sufficient to respond to this Request as overbroad, unduly burdensome, and not proportional to the needs of this case. The Debtors further object to this Request as vague and ambiguous with respect to “orphan obligations.”

Subject to and without waiver of the foregoing objections, the Debtors have already produced all responsive information that exists, which is located within the “FWE-Confirmation Discovery\3- General” folder.

REQUEST FOR PRODUCTION NO. 5

All documents concerning and/or identifying all assets comprising the Abandoned Properties for which no Predecessor exists or no Predecessor is identified, including all executory contracts, unexpired federal leases, rights-of-way, and rights-of-use-and-easement with respect to such Abandoned Properties.

RESPONSE:

The Debtors object to this Request to the extent it requests documents beyond those sufficient to respond to this Request as overbroad, unduly burdensome, and not proportional to the needs of this case.

Subject to and without waiver of the foregoing objections, and after conducting a diligent search, the Debtors have identified no documents responsive to this Request.

REQUEST FOR PRODUCTION NO. 6

All documents concerning and/or identifying the process by which the Debtors will safely transfer operating wells, platforms, and other lease facilities to identified Predecessors, including the proposed timing and budget for such transfer.

RESPONSE:

The Debtors object to this Request to the extent it requests documents beyond those sufficient to respond to this Request as overbroad, unduly burdensome, and not proportional to the needs of this case.

Subject to and without waiver of the foregoing objections, the Debtors have already completed the production of responsive documents, by way of the Debtors' Disclosure Statement and the documents within BP's OTP.

REQUEST FOR PRODUCTION NO. 7

All documents concerning or comprising any agreements reached with creditors or other parties in interest, including Predecessors, including agreements for the abandonment or return of the Abandoned Properties or performance of the Debtors' decommissioning obligations.

RESPONSE:

The Debtors object to this Request to the extent it requests documents beyond those sufficient to respond to this Request as overbroad, unduly burdensome, and not proportional to the needs of this case.

Subject to and without waiver of the foregoing objections, the Debtors have already completed the production of responsive documents, by way of the Debtors' Disclosure Statement. Negotiations regarding agreements are ongoing and the Debtors reserve their right to supplement this response.

REQUEST FOR PRODUCTION NO. 8

All documents concerning, comprising, or identifying regulatory approvals required in connection with the Abandoned Properties and how the Debtors will obtain such approvals.

RESPONSE:

The Debtors object to this Request to the extent it requests documents beyond those sufficient to respond to this Request as overbroad, unduly burdensome, and not proportional to the needs of this case.

Subject to and without waiver of the foregoing objections, the Debtors have already produced all responsive information that exists, which is located in the “FWE – Confirmation Discovery\2- Regulator Related\2.1 – INCs” folder and within BP’s OTP.

REQUEST FOR PRODUCTION NO. 9

All documents concerning or identifying any existing violations regarding or related to the Abandoned Properties, including but not limited to notices of violation, deadlines to cure, demands, penalties, or fines, and including any notices or demands directed towards the Debtors’ officers, managers, directors, sponsors, or employees.

RESPONSE:

The Debtors object to this Request to the extent it requests documents beyond those sufficient to respond to this Request as overbroad, unduly burdensome, and not proportional to the needs of this case. The Debtors further object to this Request as overbroad, unduly burdensome, not limited in scope and time, and not proportional to the needs of this case.

Subject to and without waiver of the foregoing objections, and in accordance with the parties’ meet and confer on April 20, 2021—in which the parties agreed to limit the scope of this Request to BP Properties—the Debtors have already produced all responsive information that exists, which is located in the “FWE – Confirmation Discovery\2- Regulator Related\2.1 – INCs” folder and within BP’s OTP.

REQUEST FOR PRODUCTION NO. 10

With respect to all assets of the Debtors in which BP is in the chain of title, a predecessor-in-interest, a co-working interest owner, or otherwise has any operating rights or connection:

- a. All documents concerning the ownership history of such assets, including all current co-owners (record title and operating rights) and the most immediate three predecessor record title and operating rights owners (if any), their percentage ownership interests, and dates of ownership;
- b. All documents concerning contractual rights in leases sold or transferred, directly or indirectly, by BP (or any entity in BP's chain of title) to the Debtors, or any corporate predecessor of the Debtors, at any time;
- c. All documents concerning the status of each lease and well (e.g., producing, terminated, relinquished, shut in), whether the lease and well are active and not producing, and whether and when production will be restored or reasonably can be restored;
- d. All documents concerning all outstanding or unresolved Incidents of Non-Compliance and all civil penalties related to such assets;
- e. All documents identifying bonds and other forms of security (whether BOEM or privately held) with respect to decommissioning obligations, including (i) the amount of the bond, (ii) the obligee under the bond, and (iii) the identity of the surety;
- f. Documents concerning all maintenance and repair work (including, but not limited to, capital projects in excess of \$200,000) anticipated for such assets, including maintenance due or scheduled in the next 24 months, the estimated costs of such maintenance, and scope of such maintenance;
- g. Documents concerning or identifying any other known, outstanding issues or work identified as required to bring the asset into compliance with applicable regulations and guidelines; and
- h. Documents concerning or identifying the Debtors' estimated costs for decommissioning with respect to each lease and well, itemized on a well-by-well basis, that is operated by the Debtors or that the Debtors have scheduled, or will schedule, as an Abandoned Property under the Plan.

RESPONSE:

The Debtors object to this Request to the extent it requests documents beyond those sufficient to respond to this Request as overbroad, unduly burdensome, and not proportional to the

needs of this case. The Debtors further object to this Request as overbroad, unduly burdensome, not limited in scope and time, and not proportional to the needs of this case, including, but not limited to, to the extent this Request seeks responsive information for properties in which BP appears anywhere within that that property's chain of title.

Subject to and without waiver of the foregoing objections, and in accordance with the parties' meet and confer on April 20, 2021—in which the parties agreed to limit the scope of this Request to the Abandoned Properties—the Debtors have already produced all responsive information that exists, which is located within BP's OTP and the Debtors' Relativity site. Such responsive Documents, where BP is first in line to receive an Abandoned Property, may be found as follows:

- documents responsive to Request 10(a) can be found in the serial registry page in Relativity;
- documents responsive to Request 10(b) can be found in the Disclosure Statement and Relativity;
- documents responsive to Requests 10(c), 10(f), 10(g), and 10(h) can be found in the OTP;
- documents responsive to Request 10(d) can be found in the Non Prosecution Agreement and the OTP; and
- documents responsive to Request 10(e) can be found in Relativity and the Box Site.

REQUEST FOR PRODUCTION NO. 11

With respect to all facilities, pipelines, and wells in connection with assets of the Debtors in which BP is in the chain of title, a predecessor-in-interest, or co-working interest owner, all documents evidencing or concerning:

- i. Structural drawings, including, but not limited to, jacket, pilings, topsides, helideck details, and any major modification details, including permit package(s) as defined by BSEE OSTs Major Modification requirements;
- j. Latest Topsides & Underwater Inspections (Level 1, 2 & 3, to include post-storm inspections);
- k. Production & Pipeline as-built drawings and system status;
- l. Current fluid compositions in vessels and lines and detailed flushing reports;
- m. Current status of helidecks and boat landings for access details;
- n. P&IDs;
- o. Platform layouts (area class, equipment, and fire safety);
- p. Crane service status and latest inspection;
- q. Pipeline pigging & maintenance history for each of the wells and associated infrastructure;
- r. Current well schematics;
- s. Well status, information, and history, including but not limited to casing pressure monitoring history, wireline notes, and most recent production tests;
- t. Drilling information, including specifically when the wells have been recompleted or sidetracked, EORs and drilling notes, updated well schematics, and tree/wellhead design details;
- u. Logs, including but not limited to Gamma and CBL (or similar);
- v. Subsea wells information, including, but not limited to, umbilical details and electrical/comms status for wells, latest ROV inspection reports for any wells with loss-of-communications, specifics for Floating Facilities & Subsea Developments;
- w. Marine operations manuals;
- x. Stability Letter or Lightship Report and daily weight reports for the 30 days prior to the date hereof;
- y. Hull general arrangements;
- z. Detailed hull and topsides drawings;

- aa. Mooring system drawings, layout, and general arrangement;
- bb. Mooring pile drawings;
- cc. Chain jack schematic or operations manuals;
- dd. Hull tank tables;
- ee. Global performance reports and analyses that have been performed;
- ff. Original installation procedures & drawings;
- gg. UWILD and internal hull inspections for the most recent 5-year cycle;
- hh. Hull entry plans;
- ii. Material Safety Data Sheets for permanent ballast in soft tank;
- jj. Flow line, subsea architecture drawings, and as-built layouts for all infrastructure;
- kk. Proposed reef sites and any details proposed to regulators;
- ll. Existing maintenance and monitoring agreement with regulators; and
- mm. Existing structural analysis or facility topple-risk information.

RESPONSE:

The Debtors object to this Request to the extent it requests documents beyond those sufficient to respond to this Request as overbroad, unduly burdensome, and not proportional to the needs of this case. The Debtors further object to this Request as overbroad, unduly burdensome, not limited in scope and time, and not proportional to the needs of this case, especially to the extent this Request seeks responsive information for all properties in which BP appears anywhere within that that property's chain of title.

Subject to and without waiver of the foregoing objections, and in accordance with the parties' meet and confer on April 20, 2021—in which the parties agreed to limit the scope of this Request to the Abandoned Properties—the Debtors have already produced all responsive information that exists, which is located within BP's OTP and the Debtors' Relativity site. Such

responsive Documents, where BP is first in line to receive an Abandoned Property, may be found as follows:

- documents responsive to Request numbers 11(a), 11(b), 11(c), 11(e), 11(f), 11(g), 11(h), 11(i), 11(j), and 11(k) can be found in the OTP;
- documents responsive to Request numbers 11(l) and 11(m) will be made available for inspection upon BP's request on a mutually agreeable date and time; and
- documents responsive to request numbers 11(d), 11(n), 11(o), 11(p), 11(q), 11(r), 11(s), 11(t), 11(u), 11(v), 11(w), 11(x), 11(y), 11(z), 11(aa), 11(bb), 11(cc), 11(dd), and 11(ee) do not exist.

REQUEST FOR PRODUCTION NO. 12

Copies of all directors and officers liability insurance policies, general liability insurance policies, environmental liability policies, and any umbrella or excess policies in connection with any of the foregoing, covering the periods from 1996 through the present.

RESPONSE:

The Debtors object to this Request to the extent it requests “all directors and officers liability insurance policies, general liability insurance policies, environmental liability policies, and any umbrella or excess policies” as overbroad, unduly burdensome, and not proportional to the needs of this case. The Debtors further object to this Request to the extent it requests policies “from 1996 through the present” as overbroad, unduly burdensome, not limited in scope and time, and not proportional to the needs of this case.

Subject to and without waiver of the foregoing objections, and in accordance with the parties' meet and confer on April 20, 2021, and BP's email confirmation dated April 28, 2021, the Debtors have already produced all responsive information, which is located within the Debtors' Disclosure Statement, and BP acknowledges that nothing further is needed to satisfy this Request.

REQUEST FOR PRODUCTION NO. 13

All documents and communications concerning (i) the Liquidation Analysis described in Exhibit L to the Disclosure Statement, (ii) the Valuation Analysis described in Exhibit M to the Disclosure Statement, and (iii) the Financial Projections described in Exhibit N to the Disclosure Statement, including (a) all materials, working papers, assumptions, work product, and other documents considered, relied upon, or prepared by Houlihan Lokey Capital, Inc. (“Houlihan”) in preparing the Liquidation Analysis, the Valuation Analysis, and the Financial Projections and (b) all communications between the Debtor and Houlihan or their respective agents and representatives regarding any of the foregoing.

RESPONSE:

The Debtors object to this Request to the extent it requests documents beyond those sufficient to respond to this Request as overbroad, unduly burdensome, and not proportional to the needs of this case.

Subject to and without waiver of the foregoing objections, and in accordance with the parties’ meet and confer on April 20, 2021—in which the parties agreed to exclude communications from the scope of this Request— and as confirmed by BP’s email confirmation dated April 28, 2021, the Debtors have already produced all responsive information, which is located in the “FWE – Confirmation Discovery\4 – Expert Materials” folder.

REQUEST FOR PRODUCTION NO. 14

All documents concerning and supporting the valuation of all assets to be transferred to FWE I, FWE III, and FWE IV in connection with the divisive merger, including, but not limited to, all appraisals of any or all of the Debtors’ assets.

RESPONSE:

The Debtors object to this Request to the extent it requests documents beyond those sufficient to respond to this Request as overbroad, unduly burdensome, and not proportional to the needs of this case.

Subject to and without waiver of the foregoing objections, the Debtors have already produced all responsive information, which is located in the “FWE – Confirmation Discovery\4 – Expert Materials” folder.

REQUEST FOR PRODUCTION NO. 15

All documents and communications concerning and supporting the releases to be granted to the Released Parties under Section 10.7 of the Plan, including but not limited to (i) the identity of any individuals and entities who are Released Parties and (ii) all documents evidencing any value contributed by, or to be contributed by, the Released Parties to the Debtors or their estates.

RESPONSE:

The Debtors object to this Request to the extent it requests documents beyond those sufficient to respond to this Request as overbroad, unduly burdensome, and not proportional to the needs of this case. The Debtors further object to this Request as vague, and to the extent it seeks privileged documents.

Notwithstanding the foregoing, the Debtors have already produced the non-privileged documents that the independent director relied upon in arriving at his recommendation to the Board to approve the releases, which are located in the “FWE – Confirmation Discovery\3-General\Release Materials” folder.

REQUEST FOR PRODUCTION NO. 16

All documents and communications comprising or concerning the negotiation of the Equity Rights Offering and the ERO Backstop Agreements.

RESPONSE:

The Debtors object to this Request to the extent it requests documents beyond those sufficient to respond to this Request as overbroad, unduly burdensome, and not proportional to the needs of this case. The Debtors further object to this Request to the extent it requests disclosure

of information protected by the attorney-client privilege, the work-product doctrine, and/or any common interest or other applicable privilege.

Subject to and without waiver of the foregoing objections, the Debtors respond that the rights offering procedures, subscription form, and backstop agreement terms are still being negotiated and will be filed with the Court when finalized.

REQUEST FOR PRODUCTION NO. 17

All documents and communications comprising or concerning any alternative financing proposed to, or considered by, the Debtors.

RESPONSE:

The Debtors object to this Request to the extent it requests documents beyond those sufficient to respond to this Request as overbroad, unduly burdensome, and not proportional to the needs of this case.

Subject to and without waiver of the foregoing objections, the Debtors have already produced responsive information referenced in the Hanson Declarations filed at ECF Nos. 1024 and 1166.

REQUEST FOR PRODUCTION NO. 18

All documents relied upon or referenced in the Debtors' *Omnibus Reply of Debtors to Objections to Disclosure Statement* [Docket No. 1124].

RESPONSE:

The Debtors object to this Request to the extent it requests documents beyond those sufficient to respond to this Request as overbroad, unduly burdensome, and not proportional to the needs of this case.

Subject to and without waiver of the foregoing objections, the Debtors have already produced all responsive information, which is located within the Debtors' Disclosure Statement (ECF No. 1285) and the "FWE – Confirmation Discovery\4 – Expert Materials" folder.

REQUEST FOR PRODUCTION NO. 19

All documents and communications comprising or concerning all negotiations between (a) the Debtors (including Board members) and their representatives, on the one hand, and (b) Apache, the DIP Lenders, the Prepetition FLTL Lenders, the Prepetition SLTL Lenders, the Prepetition FLFO Lenders, or the Creditors' Committee and any of their respective representatives, on the other hand, regarding the transactions contemplated by the Plan, including, but not limited to, the Credit Bid Transaction, the divisive merger and formation of FWE I, FWE III, and FWE IV, transfer of assets to FWE I, FWE III, and FWE IV, and abandonment of the Abandoned Properties.

RESPONSE:

The Debtors object to this Request to the extent it requests documents beyond those sufficient to respond to this Request as overbroad, unduly burdensome, and not proportional to the needs of this case. The Debtors further object to this Request to the extent it requests disclosure of information protected by the attorney-client privilege, the work-product doctrine, and/or any common interest or other applicable privilege. The Debtors further object to this Request as overly broad, unduly burdensome, not limited in time or scope, and not proportional to the needs of this case.

In accordance with the parties' meet and confer on April 20, 2021, and BP's confirmation email dated April 28, 2021, BP agreed to "narrow and limit this Request to documents reflecting value and feasibility." Subject to the foregoing objections and limitation, all such documents have already been produced within the "FWE – Confirmation Discovery\4 – Expert Materials," the Debtors' FWE – Confirmation Discovery folder, Relativity, and the Box Site.

REQUEST FOR PRODUCTION NO. 20

All documents supporting the separate classification and disparate treatment of unsecured claims under the Plan, and all communications with any parties in interest concerning such treatment.

RESPONSE:

The Debtors object to this Request to the extent it requests documents beyond those sufficient to respond to this Request as overbroad, unduly burdensome, and not proportional to the needs of this case. The Debtors further object to this Request to the extent it requests disclosure of information protected by the attorney-client privilege, the work-product doctrine, and/or any common interest or other applicable privilege. The Debtors further object to this Request as overly broad, unduly burdensome, not limited in time or scope, and not proportional to the needs of this case.

In accordance with the parties' meet and confer on April 20, 2021, and BP's confirmation email dated April 28, 2021, BP has agreed to withdraw this Request.

REQUEST FOR PRODUCTION NO. 21

All documents produced in response to any document request propounded by any other Predecessor.

RESPONSE:

The Debtors have already produced all responsive documents within the Debtors' FWE – Confirmation Discovery folder.

REQUEST FOR PRODUCTION NO. 22

All documents upon which the Debtors will rely or intend to rely at the hearing on approval of the Disclosure Statement and/or confirmation of the Plan.

RESPONSE:

The Debtors object to this Request to the extent it requests documents beyond those sufficient to respond to this Request as overbroad, unduly burdensome, and not proportional to the needs of this case. The Debtors further object to this Request to the extent it requests disclosure of information protected by the attorney-client privilege, the work-product doctrine, and/or any common interest or other applicable privilege.

Subject to and without waiver of the foregoing objections, the Debtors have produced responsive documents in the Debtors' FWE – Confirmation Discovery folder. The Debtors reserve the right to supplement this response.

Dated: April 30, 2021

Respectfully submitted,

/s/ Alfredo R. Pérez

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the foregoing was served upon the parties listed below, as indicated, April 30, 2021.

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